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Delphi Announces Potential Changes to Investor Group and Plan Framework Agreements

Plan Investment and Reorganization Framework Remains Subject to Conditions Including Reaching Consensual Agreements With U.S. Labor Unions and General Motors Corporation

TROY, MI, Apr 19, 2007 (MARKET WIRE via COMTEX News Network) -- Delphi Corp. (PINKSHEETS: DPHIQ) confirmed today that it anticipates negotiating changes to the Equity Purchase and Commitment Agreement it entered into in December 2006 with its Plan Investors (affiliates of Appaloosa Management L.P., Cerberus Capital Management, L.P., and Harbinger Capital Partners Master Fund I, Ltd., as well as Merrill Lynch & Co. and UBS Securities LLC). Delphi also anticipates negotiating an amendment to the related Plan Framework Support Agreement also entered into in December 2006, by Delphi, the Plan Investors and General Motors Corp. (GM), which outlined the expected treatment of the company's stakeholders in its anticipated plan of reorganization.

Any changes would be primarily as a result of addressing differences in views regarding the Company's reorganization enterprise value among the Plan Investors, GM, the Company's statutory creditors' and equity committees and the Company. Delphi expects that under amended framework agreements, Appaloosa, Harbinger, Merrill Lynch and UBS will continue to participate as Plan Investors (together with possible additional investors that may include members of the Statutory Committees), and that Cerberus may participate in the Company's exit financing, as part of a competitive process, but not as a plan investor.

Delphi is hopeful that GM will support amended framework agreements and will be a party to any revised Plan Framework Support Agreement. Delphi is meeting with its statutory committees to review these developments and potential revisions to previously announced treatment of the company's stakeholders in a reorganization plan. As part of those discussions, Delphi expects that its Creditors' Committee will consider increasing the equity portion of the recovery that it is seeking for general unsecured creditors alongside of Plan Investors or other stakeholders.

The Company said that these developments are not expected to preclude the Company from filing its plan of reorganization and related documents with the Bankruptcy Court prior to the current expiration of the Company's exclusivity period on July 31, 2007 or emergence from Chapter 11 reorganization this year.

Delphi also confirmed that none of the parties entitled to give notice of termination of the framework agreements has yet done so and that these agreements remain effective as previously filed until modified or terminated. The Company said that it does not intend to comment further regarding its discussions on the framework agreements until such time as those agreements are either modified or terminated. Also, consistent with its prior practice, the Company does not intend to comment further regarding its discussions with GM or its unions while those discussions are ongoing.

Delphi cautioned that nothing in the framework agreements, the Court or regulatory filings being made in connection with the agreements or the company's public disclosures (including this press release) shall be deemed a solicitation to accept or reject a plan in contravention of the Bankruptcy Code or an offer to sell or a solicitation of an offer to buy any securities of the company.

More information on Delphi's U.S. restructuring and access to court documents is available at www.delphidocket.com. For more information about Delphi and its operating subsidiaries, visit Delphi's website at www.delphi.com.

FORWARD LOOKING STATEMENT

This press release, as well as other statements made by Delphi may contain forward-looking statements, that reflect, when made, the Company's current views with respect to current events and financial performance. Such forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the Company's operations and business environment which may cause the actual results of the Company to be materially different from any future results, express or implied, by such forward-looking statements. In some cases, you can identify these statements by forward-looking words such as "may," "might," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue," the negative of these terms and other comparable terminology. Factors that could cause actual results to differ materially from these forward-looking statements include, but are

not limited to, the following: the ability of the Company to continue as a going concern; the ability of the Company to operate pursuant to the terms of the debtor-in-possession financing facility; the terms of any reorganization plan ultimately confirmed; the Company's ability to obtain Court approval with respect to motions in the chapter 11 cases prosecuted by it from time to time; the ability of the Company to develop, prosecute, confirm and consummate one or more plans of reorganization with respect to the chapter 11 cases; the Company's ability to satisfy the terms and conditions of the Equity Purchase and Commitment Agreement (including the Company's ability to achieve consensual agreements with GM and its U.S. labor unions on a timely basis that are acceptable to the Plan Investors in their sole discretion); the Company's ability to satisfy the terms and conditions of the Plan Framework Support Agreement; risks associated with third parties seeking and obtaining Court approval to terminate or shorten the exclusivity period for the Company to propose and confirm one or more plans of reorganization, for the appointment of a chapter 11 trustee or to convert the cases to chapter 7 cases; the ability of the Company to obtain and maintain normal terms with vendors and service providers; the Company's ability to maintain contracts that are critical to its operations; the potential adverse impact of the chapter 11 cases on the Company's liquidity or results of operations; the ability of the Company to fund and execute its business plan (including the transformation plan described in Note 2, Transformation Plan and Chapter 11 Bankruptcy, of our Annual Report on Form 10-K for the year ended December 31, 2006) and to do so in a timely manner; the ability of the Company to attract, motivate and/or retain key executives and associates; the ability of the Company to avoid or continue to operate during a strike, or partial work stoppage or slow down by any of its unionized employees and the ability of the Company to attract and retain customers. Additional factors that could affect future results are identified in the Annual Report on Form 10-K for the year ended December 31, 2006, including the risk factors in Part I, Item 1A. Risk Factors, contained therein. Delphi disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events and/or otherwise.

Similarly, these and other factors, including the terms of any reorganization plan ultimately confirmed, can affect the value of the Company's various prepetition liabilities, common stock and/or other equity securities. Additionally, no assurance can be given as to what values, if any, will be ascribed in the bankruptcy cases to each of these constituencies. A plan of reorganization could result in holders of Delphi's common stock receiving no distribution on account of their interest and cancellation of their interests. In addition, under certain conditions specified in the Bankruptcy Code, a plan of reorganization may be confirmed notwithstanding its rejection by an impaired class of creditors or equity holders and notwithstanding the fact that equity holders do not receive or retain property on account of their equity interests under the plan. In light of the foregoing, the Company considers the value of the common stock to be highly speculative and cautions equity holders that the stock may ultimately be determined to have no value. Accordingly, the Company urges that appropriate caution be exercised with respect to existing and future investments in Delphi's common stock or other equity interests or any claims relating to prepetition liabilities.

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SOURCE: Delphi Corporation